

CERTIFICATE OF AMENDMENT OF ARTICLES OF INCORPORATION

- OF -

ACADEMY OF MOTION PICTURE ARTS AND SCIENCES

We, WALTER F. WANGER, President, and MERVYN LEROY, Secretary, of the ACADEMY OF MOTION PICTURE ARTS AND SCIENCES, to hereby certify:

1. That a special meeting of the Board of Directors of the aforesaid corporation was held in the office and principal place of business of the corporation in the City of Los Angeles, County of Los Angeles, and State of California, on the 29th day of November, 1940, at which meeting a majority of the directors of said corporation were present and voting.

2. That at said meeting, the Board of Directors of said corporation adopted the following resolution:

"RESOLVED that the articles of incorporation of this corporation be amended by amending articles SECOND and FOURTH thereof to read as follows:

1-23670
FILED
in the office of the Secretary of State
of the State of California

JAN 9 - 1941
PAUL PEEK, Secretary of State

By Robert J. Gordon
Assistant Secretary of State

SECOND: That the purposes for which it is formed are:

1. To advance the arts and sciences of motion pictures and to foster cooperation among the creative leadership of the motion picture industry for cultural, educational and technological progress.
 2. To recognize outstanding achievements by conferring annual Awards of Merit, serving as a constant incentive within the studios and focusing wide public attention upon the best in motion pictures.
 3. To conduct cooperative technical research and stimulate the improvement of methods and equipment.
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4. To provide a forum and common meeting ground for the various branches and crafts; to hold group and inter-group conferences, serve as an impartial clearing house for achievement records and statistics, sponsor publications and demonstrate new developments in the arts and technique.

5. To constitute an honorary professional and social organization of established prestige which shall be entirely prohibited from concern with economic differences and labor disputes.

6. To represent to the public the viewpoint of the actual creators of motion pictures and symbolize a leadership comparable to that of other academic institutes and foundations.

7. To cooperate in educational activities between the public and the industry, with particular reference to encouraging motion picture courses in universities and sponsoring vocational scholarships for development of new talent.

8. To do all other acts necessary or expedient for the administration of the affairs and attainment of the purposes of a non-economic, non-political educational and professional association organized as a non-profit corporation under the laws of California.

9. To purchase, take on lease or in exchange or by succession, or otherwise acquire, hold, own, maintain, develop, improve, sell, convey, encumber by mortgage or deed of trust, lease or otherwise acquire and dispose of real and personal property, and any interest thereto or right therein, to the full extent necessary for the business and objects of the corporation.

10. To contract with other persons, corporations or associations for the use and enjoyment by such persons, corporations or associations of the property and privileges of this corporation upon such terms and subject to such restrictions as may be provided for in the corporate by-laws or as may be determined upon from time to time by the board of directors of this corporation.

11. Recognizing that the objective of this

corporation is the welfare of the motion picture industry as a whole, the corporation shall have the power, in the discretion of the board of directors or trustees, to cooperate and/or affiliate with any organization or association whose objective is the betterment of the motion picture industry as a whole, on such terms and conditions as may be mutually agreed upon. '

'FOURTH: That this corporation shall have perpetual existence.'

3. That the above resolution was adopted at said meeting of the Board of Directors of said corporation by the unanimous vote of all directors present at said meeting. That the number of directors of said corporation is fifteen; that the number of directors present and voting at said meeting was nine.

4. That members of said corporation holding at least a majority of voting power, to wit: 200 members out of a total membership of 304, approved said resolution by filing with the secretary of the corporation their written assent thereto, which written assent contained a copy of said resolution adopted at the meeting of said Board of Directors, and expressed the approval of the members. A copy of said assent is attached hereto, and by this reference incorporated herein and made a part hereof as if herein set forth in full.

IN WITNESS WHEREOF, we have hereunto set our hands and affixed the seal of this corporation this 7th day of January, 1941.

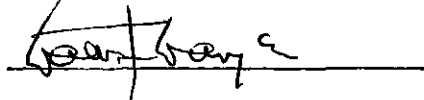
ACADEMY OF MOTION PICTURE
ARTS AND SCIENCES

By 

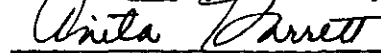
By 

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

WALTER F. WANGER , President
of ACADEMY OF MOTION PICTURE ARTS AND SCIENCES, being
first duly sworn, deposes and says: That he is an offi-
cer, to wit: President of Academy of Motion Picture
Arts and Sciences, a corporation; that he executed the
foregoing certificate; that he has read said certificate
and is familiar with the contents thereof, and of his
own knowledge knows the same to be true and correct.

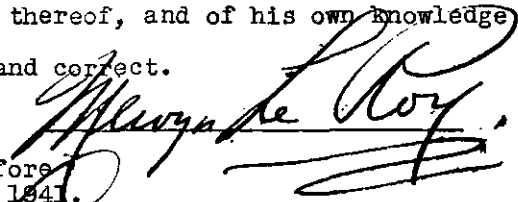


Subscribed and sworn to before
me this 8th day of January, 1941.

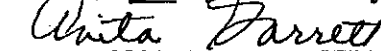

Notary Public in and for said County
of Los Angeles, State of California

STATE OF CALIFORNIA)
) SS
COUNTY OF LOS ANGELES)

MERVYN LeROY , Secretary of
ACADEMY OF MOTION PICTURE ARTS AND SCIENCES, being first
duly sworn, deposes and says: That he is an officer, to
wit: Secretary of Academy of Motion Picture Arts and
Sciences, a corporation; that he executed the foregoing
certificate; that he has read said certificate, and is
familiar with the contents thereof, and of his own knowledge
knows the same to be true and correct.



Subscribed and sworn to before
me this 8th day of January, 1941.


Notary Public in and for the County
of Los Angeles, State of California.